

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): May 31, 2022

Precision BioSciences, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-38841
(Commission
File Number)

20-4206017
(IRS Employer
Identification No.)

302 East Pettigrew St., Suite A-100, Durham, North Carolina 27701
(Address of principal executive offices) (Zip Code)

(919) 314-5512
(Registrant's telephone number, including area code)

N/A
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, par value \$0.000005 per share	DTIL	The Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Principal Officers; Compensatory Arrangements of Certain Officers.

On May 26, 2022, the Board of Directors (the “Board”) of Precision BioSciences, Inc. (the “Company”) appointed Melinda Brown to serve as a Class III director on the Company’s Board and as Chair of the Audit Committee of the Board. These appointments are effective May 26, 2022. Ms. Brown will serve for a term expiring at the Company’s annual meeting of stockholders to be held in 2025 and until her respective successor is duly elected and qualified or her earlier death, disqualification, resignation or removal.

Ms. Brown is eligible to participate in the Company’s Non-Employee Director Compensation Program, which provides for: (i) an annual cash retainer of \$40,000 for serving on the Board, earned on a quarterly basis; (ii) an initial equity-based award of options to purchase shares of the Company’s common stock having an aggregate grant date fair value of \$400,000 that vests over three years in thirty-six (36) substantially equal monthly installments following the grant date, subject to her continued service on the Board through each such vesting date; and (iii) on the date of the Company’s annual meeting of stockholders, where the director has served on the Board for at least six months prior to such annual meeting and will continue serving following such meeting, an option to purchase shares of the Company’s common stock having an aggregate grant date fair value of \$200,000 that vests on the earlier of the first anniversary of the grant date or the day immediately prior to the date of the next annual meeting of the Company’s stockholders, in either case, subject to her continued service on the Board through such vesting date. Ms. Brown is also entitled to an annual cash retainer of \$15,000 for serving as Chair of the Audit Committee of the Board, earned on a quarterly basis.

Ms. Brown is expected to enter into the Company’s standard form indemnification agreement in the form filed as Exhibit 10.17 to the Company’s Registration Statement on Form S-1/A (File No. 333-230034), filed with the Securities and Exchange Commission on March 18, 2019.

Item 7.01. Regulation FD Disclosure

The Company issued a press release to announce the appointment of Ms. Brown. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated in this Item 7.01 by reference.

The information in this Item 7.01 (including Exhibit 99.1) of this Form 8-K is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that Section, nor shall it be deemed to be incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press Release of Precision BioSciences, Inc., dated May 31, 2022, regarding appointment of Melinda Brown to its Board of Directors.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 31, 2022

PRECISION BIOSCIENCES, INC.

By: /s/ John Alexander Kelly
John Alexander Kelly
Chief Financial Officer

Precision BioSciences Appoints Melinda Brown to Board of Directors*New Director Brings Proven Financial and Leadership Experience**Fifth Director Added to the Board of Directors Since April 2021*

DURHAM, N.C., May 31, 2022 -- Precision BioSciences, Inc. (Nasdaq: DTIL), a clinical stage gene editing company developing ARCUS®-based *ex vivo* allogeneic CAR T and *in vivo* gene editing therapies, today announced that Melinda Brown has been appointed as a Director on the Company's Board of Directors and Chair of the Board's Audit Committee. Ms. Brown is a financial expert with proven experience leading accounting, finance and enterprise risk management teams in large, public companies.

"Melinda is an exceptional finance executive who brings decades of accounting and enterprise risk management experience with publicly traded global companies to the Precision BioSciences' Board," said Kevin Buehler, Chairman of the Board of Directors at Precision BioSciences. "Melinda's significant experience includes leading complex business and technology transformations, mergers and acquisitions, integrations and divestitures, and capital market financings. Melinda's expertise complements the diverse experiences of the Precision BioSciences' Board of Directors, which benefitted from the addition of four other board members since April 2021, including directors with clinical, scientific, legal and commercial expertise."

"I am looking forward to joining the Board of Directors of Precision BioSciences. It is an exciting time for Precision, and I am eager to be part of the team that has the potential to address the significant unmet medical needs of patients suffering from cancer and genetic diseases through their efforts to realize the potential of its premier genome editing platform, ARCUS." commented Ms. Brown.

Ms. Brown most recently served as Senior Vice President and Controller of Tapestry, Inc. from September 2012 until her retirement in March 2019. In this capacity, she led, redefined, and enhanced the global control function, as well as participated as a key member in the leadership team supporting Tapestry's significant growth initiatives, including the acquisition and integration of Kate Spade and Stuart Weitzman brands and their multi-functional SAP implementation. Prior to Tapestry, Ms. Brown spent 30 years with PepsiCo, Inc. In her last role, she was Senior Vice President, Global Financial Shared Services and Productivity where she led North American shared services centers, developed PepsiCo's global finance outsourcing strategy and coordinated global efforts by the Company to deliver multi-year productivity commitments. During her tenure she was the business lead for PepsiCo's North America multi-functional, multi-business SAP implementation, including overseeing change management, controls development, risk management and mitigation, external reporting, including SEC reporting, and Sarbanes-Oxley control design, implementation and execution. Her resume also includes significant experience as an operating controller of sizeable multi-product consumer goods and in capital financing and mergers and acquisitions.

Ms. Brown is Chair of The University of Connecticut Foundation, Incorporated Board of Directors where she previously served as their Audit Committee Chair and member of their Executive and Finance Committees. She is also currently the Chief Financial Officer of The Draft Network. Ms. Brown began her career at Coopers Lybrand followed by the Financial Accounting Standards Board. She received a Bachelor's of Science in accounting and her Masters of Business Administration from the University of Connecticut. She is a Certified Public Accountant and member of the American Institute of CPAs (AICPA) and Connecticut Society of CPAs.

About Precision BioSciences, Inc.

Precision BioSciences, Inc. is a clinical stage biotechnology company dedicated to improving life (DTIL) with its

novel and proprietary ARCUS® genome editing platform. ARCUS is a highly precise and versatile genome editing platform that was designed with therapeutic safety, delivery, and control in mind. Using ARCUS, the Company's pipeline consists of multiple *ex vivo* "off-the-shelf" CAR T immunotherapy clinical candidates and several *in vivo* gene editing candidates designed to cure genetic and infectious diseases where no adequate treatments exist. For more information about Precision BioSciences, please visit www.precisionbiosciences.com.

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